

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ED CAPITAL, LLC AND
ED CAPITAL MANAGEMENT, LLC,
Plaintiffs,

v.

BLOOMFIELD INVESTMENT
RESOURCES CORP., REUBEN BROTHERS
RESOURCES GROUP, RB RESOURCES
LIMITED AND REUBEN BROTHERS
LIMITED,
Defendants.

Civil Action No.: 15-cv-9056 (VM)

**DECLARATION OF STEVEN COOPER IN SUPPORT OF DEFENDANTS' MOTION
TO DISMISS THE COMPLAINT**

I, STEVEN COOPER, declare under penalty of perjury that the following is true and correct:

1. I am a partner in the law firm of Reed Smith LLP, counsel for Defendants Bloomfield Investment Resources Corp., Reuben Brothers Resources Group, RB Resources Limited and Reuben Brothers Limited, (together, the "Defendants") in the above-captioned action.
2. I respectfully submit this declaration in support of Defendants' Motion to Dismiss the Complaint.
3. Attached hereto as Exhibit 1 is a true and correct copy of the Synergy Hybrid Fund Ltd. Subscription Agreement dated November 3, 2011.
4. Attached hereto as Exhibit 2 is a true and correct copy of the Synergy Hybrid Fund Ltd. Confidential Private Placement Memorandum effective June 10, 2010.

Dated: New York, New York
December 1, 2016

/s/ Steven Cooper
Steven Cooper